

EXHIBIT B

ASSIGNMENT AND ASSUMPTION OF LEASES AND CONTRACTS

ASSIGNMENT AND ASSUMPTION OF LEASES AND CONTRACTS

Seller: Milbank Insurance Company

Buyer: SLB Milbank, LLC, a Kentucky limited liability company

Property (Address): 107 Flynn Dr, Milbank, SD 57252

This Assignment and Assumption of Leases and Contracts, dated effective as of _____, is entered into between Buyer and Seller in connection with the transfer of the Property from Seller to Buyer concurrently herewith.

Seller is the landlord under those certain leases identified on Schedule 1 attached hereto (collectively, "Leases") relating to the Property. Seller desires to assign to Buyer, and Buyer desires to assume from Seller, all of Seller's right, title and interest in and to the Leases and all other transferable licenses, contracts, permits and agreements affecting the Property (collectively, "Contracts").

For valuable consideration, the receipt and sufficiency of which is acknowledged, Buyer and Seller agree as follows:

1. ASSIGNMENT. Seller hereby assigns, transfers and conveys to Buyer all of Seller's right, title and interest in and to (a) the Leases and Contracts and (b) all security deposits, letters of credit and guarantees given in connection with the Leases.

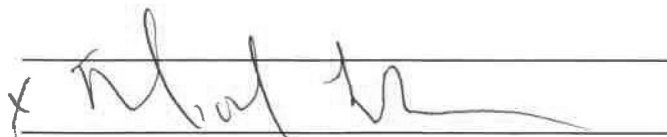
2. ASSUMPTION. Buyer hereby assumes all of Seller's obligations and liabilities under the Leases and Contracts and agrees to perform all of the landlord's obligations under the Leases, and Seller's obligations under the Contracts, arising from and after the date hereof. Buyer shall be solely responsible for notifying any tenants or occupants (a) that Seller has transferred ownership of the Property to Buyer, (b) regarding any change in place for payment of rentals, and (c) that Buyer is responsible for the security deposits of such tenants or occupants.

3. INDEMNIFICATION BY SELLER. Seller hereby indemnifies Buyer and agrees to hold Buyer harmless from and against all claims, expenses, losses or damages to the extent arising out of (a) the landlord's obligations and liabilities under the Leases accruing prior to the date hereof, and/or (b) Seller's obligations and liabilities under the Contracts accruing prior to the date hereof.

4. INDEMNIFICATION BY BUYER. Buyer hereby indemnifies Seller and agrees to hold Seller harmless from and against all claims, expenses, losses or damages to the extent arising out of (a) the landlord's obligations and liabilities under the Leases accruing from and after the date hereof, and/or (b) Seller's obligations and liabilities under the Contracts accruing from and after the date hereof.

SELLER:

Milbank Insurance Company



Printed Name: Michael E. LaRocco
Title (if applicable): President and CEO


Printed Name: _____
Title (if applicable): _____

Dated: _____

BUYER:

SLB Milbank, LLC, a Kentucky limited liability company

By: The Sawyers and Lerner Building, LLC
Its: Member

DocuSigned by:

Printed Name: S. Ross Lerner
Title (if applicable): Member

Printed Name: _____
Title (if applicable): _____

Dated: 1/13/2020

Schedule 1 to Assignment and Assumption of Leases and Contracts

Leases

See Attached

State Automobile Mutual Insurance Company				
Metropolitan Market	Tenant Building Shipping Address	City	State	
Wapiti Medical Group Limited Company	107 Flynn Drive , 6th Floor	Milbank	SD	
# STATE AUTO EMPLOYEES				
Lease Date				
Lease Term	3/31/2024			
Renewal Option				
Term of each Option				
Option/Requirement to Expand				
Expansion Option				
Option to Cancel				
Security Deposit				
Parking				
Notifications				
	Remit to:	Landlord	Manager	
Wapiti Medical Group Limited Company				
Contact Names				
Contact Phone				
Contact Fax				
Contact Cell#				

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Rate #1		\$12.80	\$6,400.00	
Rate #2		\$13.60	\$6,800.00	
Rate #3		\$13.60	\$6,800.00	
Rate #4		\$14.40	\$7,200.00	
Rate #5		\$14.40	\$7,200.00	
Rate #6		\$15.20	\$7,600.00	
Rate #7		\$15.20	\$7,600.00	
Rate #8		\$16.00	\$8,000.00	
OPERATING EXPENSES	Vendor	Square Footage		
Notes				
CAM (Common Area Maintenance)				
Real Estate Taxes				
Yearly Operating Expenses - All inclusive				
Annual Increase Cap (% allowed by lease)				
OPERATIONAL				
Insurance				
TENANT IMPROVEMENTS				
Landlord Provided Construction Allowance				
Portion Paid by Tenant				
Other Allowances / Construction Comments				
Expected completion date of improvements				
Monthly Payments include:				
Monthly Payments	2015	2016	2017	
January	Ck# 009241 dated 12-26-14 for \$3000.00	Ck# 009919 dated 12-24-15 for \$3200.00	Ck# 01453 dated 12-23-16 for \$3200.00	CK# 001
February	Ck# 009304 dated 1-23-15 for \$3000.00	Ck# 009966 dated 1-22-16 for \$3200.00	Ck# 00061 dated 1-27-17 for \$3200.00	Recc
March	Ck# 009366 dated 2-20-15 for \$3000.00	Ck# 010017 dated 2-25-16 for \$3200.00	Ck # 00110 dated 3-1-17 for \$6400.00	CK# 001

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State Automobile Mutual Insurance Company			
Metropolitan Market	Tenant Building Shipping Address	City	State
Rural Cellular Corporation (Verizon)	107 Flynn Drive	Milbank	SD
10801 Bush Lake Road			
Bloomington, MN 55438			
# STATE AUTO EMPLOYEES			
Lease Date	1/5/2009		
Lease Term			
Renewal Option			
Term of each Option			
Option/Requirement to Expand			
Expansion Option			
Option to Cancel			
Security Deposit			
Parking			
Notifications			
Rural Cellular Corporation	Remit to:	Landlord	Manager
% Verizon Wireless			
180 Washington Valley Road			
Bedminster, New Jersey 07921			
Attn: Network Real Estate			
Contact Names			
Contact Phone			

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OPERATIONAL				
Insurance				
TENANT IMPROVEMENTS				
Landlord Provided Construction Allowance				
Portion Paid by Tenant				
Other Allowances / Construction Comments				
Expected completion date of improvements				
Monthly Payments Include:				
Monthly Payments	2014	2015	2016	
January		Ck# 03259943 dated 12-15-14 for \$2090.79	Ck# 03510818 dated 12-28-15 for \$2153.51	CK# 0371 f
February		Ck# 03283508 dated 1-19-15 for \$2090.79	Ck# 03526928 dated 1-26-16 for \$2153.51	CK # 037 f
March		Ck# 03306234 dated 2-16-15 for \$2090.79	Ck# 03544018 dated 2-24-16 for \$2153.51	CK# 037
April		Ck# 03331384 dated 3-26-15 for \$2090.79	Ck# 03561682 dated 3-28-16 for \$2153.51	CK# 037 f
May		Ck# 03356955 dated 4-27-15 for \$2090.79	Ck# 03579695 dated 4-26-16 for \$2153.51	CK# 037 f
June		Ck# 03380765 dated 5-26-15 for \$2090.79	Ck# 03596577 dated 5-25-16 for \$2153.51	CK# 038 f
July		Ck# 03402038 dated 6-25-15 for \$2090.79	CK# 03614702 dated 6-27-16 for \$2153.51	CK# 038 f
August		Ck# 03419701 dated 7-28-15 for \$2090.79	Recd July, 2016 for \$2153.51	CK# 038 f
September		Ck# 03436946 dated 8-26-15 for \$2090.79	CK# 03646960 dated 8-26-16 for \$2153.51	CK# 038 f
October		Ck# 03455494 dated 9-25-15 for \$2090.79	CK# 03663946 dated 9-27-16 for \$2153.51	CK# 038 f
November		Ck# 03473412 dated 10-27-15 for \$2090.79	Ck# 03698306 dated 11-23-16 for \$2153.51	CK# 0389 f
December		Ck# 03491692 dated 11-23-15 for \$2090.79	Recd, December, 2016 for \$2153.51	CK# 0390 f
Totals				